

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**APPELLEES' JOINT COUNTER-DESIGNATION
OF THE CONTENTS OF THE RECORD**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellees Ally Financial, Inc. and The ResCap Liquidating Trust¹ (together, the "Appellees") hereby submit the following joint counter-designation of additional items to be included in the record on appeal in response to *Designation of Items to Be Included in the Record on Appeal and Statement of Issues* [Doc. No. 6966], filed by appellant Yosef Le Roi Mustafanos on May 14, 2014.

**COUNTER-DESIGNATION OF ADDITIONAL
CONTENTS FOR RECORD ON APPEAL²**

<u>Item</u>	<u>Docket No.</u>	<u>Description</u>
1.	1309	Order Establishing Deadline For Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof

¹ On December 11, 2013, the Bankruptcy Court entered the *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (the "Confirmation Order") approving the terms of the Chapter 11 plan, as amended (the "Plan"), filed in these Chapter 11 Cases [Docket No. 6065]. The Plan provides for the creation and implementation of the ResCap Liquidating Trust, which, among other things, is "authorized to make distributions and other payments in accordance with the Plan and the Liquidating Trust Agreement" and is responsible for the wind down of the affairs of the Debtors' estates. See Plan, Art. VI.A-D; see also Confirmation Order ¶ 22. Pursuant to the Confirmation Order and the Plan, the ResCap Liquidating Trust was vested with broad authority over the post-confirmation liquidation and distribution of the Debtors' assets. See generally, Confirmation Order ¶¶ 26, 30, 48; Plan, Art. VI.

² For the avoidance of doubt, the Appellees designation of any pleadings and/or exhibit lists includes the designation of any and all exhibits filed with, attached to, or otherwise referenced in such pleadings.

2.	1660	Affidavit of Publication re: Notice of Deadlines for Filing Proofs of Claim in The Wall Street Journal and USA Today
2.	2093	Order Extending Deadline for Filing Proofs of Claim
3.	6137	Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date
4.	6187	Affidavit of Service of Clarissa D. Cu re: 1) Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date; and 2) Notice of Deadline and Procedures for Filing Certain Administrative Claims
5.	6191	Affidavit of Publication re Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date in the Wall Street Journal and USA Today
6.	6316	Supplemental Affidavit of Service of Clarissa D. Cu re: Notice of (I) Approval of Disclosure Statement, (II) Deadline for Voting on Plan, (III) Hearing to Consider Confirmation of Plan, and (IV) Deadline for Filing Objections to Confirmation of Plan
7.	6535	Ex Parte Motion of the Movant Yosef Le Roi Mustafanos for an Order Shortening the Notice Period of Certain Emergency Relief from the Automatic Stay
8.	6747	Statement of the Liquidating Trust in Connection with Motion of Movant Yosef Le Roi Mustafanos for an Order Shortening Notice Period for Certain Emergency Relief from the Automatic Stay
9.	6748	Ally Financial Inc.'s Objection to Ex Parte Motion of the Movant Yosef Le Roi Mustafanos for an Order Shortening the Notice Period for Certain Emergency Relief from the Automatic Stay
10.	6791	Transcript Regarding Hearing Held on April 10, 2014

Dated: June 11, 2014

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